

SECRETARY'S RECORD, NEBRASKA PUBLIC SERVICE COMMISSION

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application) Application No. C-2608
of TalkNow, Inc. of San Diego,)
California, seeking authority to) GRANTED
operate as a resale common carrier)
of telecommunications services)
within the state of Nebraska.) Entered: November 20, 2001

BY THE COMMISSION:

By application filed October 4, 2001, TalkNow, Inc. (TalkNow) of San Diego, California, seeks authority to operate as a resale common carrier of telecommunications services within the state of Nebraska. Notice of the application was published in The Daily Record, Omaha, Nebraska, on October 5, 2001. No protests were filed; therefore, this application is processed pursuant to the Commission's Rule of Modified Procedure.

O P I N I O N A N D F I N D I N G S

TalkNow is a Delaware Corporation, and has headquarters in San Diego, California. TalkNow is in the process of obtaining authorizations to provide telecommunications services in the 48 contiguous states and Hawaii. At no time has an application been denied or rejected. In addition, no officer, director or shareholder, having five percent or more of the applicant's voting securities nor any of the applicant's business operations have been involved in a formal complaint or other investigatory or enforcement proceeding.

Applicant is a switch-based interexchange resale carrier which intends to provide switched and dedicated to switched interexchange telecommunications services to businesses and individuals. Applicant proposes to use MCI WorldCom, Sprint, AT&T, Global Crossing and Qwest as its underlying carriers providing all network services.

Applicant proposes to offer switched and dedicated access 1+ long distance telecommunications services suitable for voice and limited data applications, along with casual calling, prepaid calling cards, postpaid calling cards, toll-free service and directory assistance.

Interexchange reseller applications are subject to Commission jurisdiction under Neb. Rev. Stat. §§ 75-604 and 86-805 and Title 291 of the Commission's Rules and Regulations, Chapter 5, Rule 003.12. From examination of the application filed herein, the Commission finds TalkNow has provided all the information required by the Commission, possesses adequate financial resources to provide the proposed service, and possesses adequate technical competency to provide the proposed service. The application should be granted.

SECRETARY'S RECORD, NEBRASKA PUBLIC SERVICE COMMISSION

Application No. C-2608

PAGE 2

O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-2608 be, and it is hereby, granted and TalkNow, Inc., is authorized to operate as a resale common carrier of telecommunications services within the state of Nebraska.

IT IS FURTHER ORDERED that the applicant shall file, in accordance with the applicable statutes on or before April 30th of each year, an annual report with this Commission consisting of: (a) a copy of any report filed with the Federal Communications Commission; (b) a copy of any annual report to stockholders; and (c) a copy of the latest Form 10-K filed with the Securities and Exchange Commission. If these are not available, applicant shall submit a balance sheet and income statement for the previous year of operation, as well as the investment made in telephone plant and equipment located within the state, accumulated depreciation thereon, operating revenues and expenses, and taxes.

IT IS FURTHER ORDERED that, to the extent applicable, the applicant shall comply with all laws pertaining to, and all rules and regulations promulgated under, the Telecommunications Relay System Act (Neb. Rev. Stat. §§ 86-1302 to 86-1307) and the Nebraska Telecommunications Universal Service Fund Act (Neb. Rev. Stat. §§ 86-1402 to 86-1410).

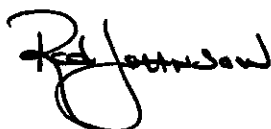
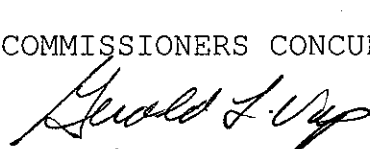
IT IS FURTHER ORDERED that applicant file its current tariff prior to offering service pursuant to the certificate granted in this order.

IT IS FINALLY ORDERED that this order be, and it is hereby made, the Commission's official certificate of authority to furnish the service authorized herein as a common carrier.

MADE AND ENTERED at Lincoln, Nebraska, this day of 20th day of November, 2001.

NEBRASKA PUBLIC SERVICE COMMISSION

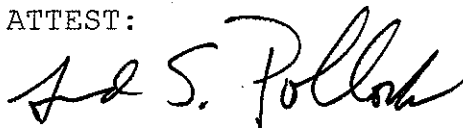
COMMISSIONERS CONCURRING:



//s// Frank E. Landis


Chairman

ATTEST:



Executive Director